

RECORDATION NO. 24665 FILED

OCT 29 '03

1-22 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

OF COUNSEL
URBAN A. LESTER

October 29, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of September 12, 2003, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Maxus Leasing Group, Inc.
31300 Bainbridge Road
Cleveland, OH 44139

Lessee: Dana Container, Inc.
210 Essex Avenue E.
Avenel, NJ 07001

Mr. Vernon A. Williams
October 29, 2003
Page Two

A description of the railroad equipment covered by the enclosed document is:

37 tank cars within the series DANX 123000 – DANX 123061

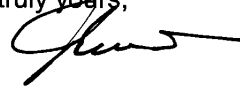
A short summary of the document to appear in the index follows:

Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anr
Enclosures

MEMORANDUM OF LEASE

1. Pursuant to the Master Lease Agreement dated as of September 12, 2003 ("Master Lease"), and the related Schedule No. 1 and Schedule No. 2 both dated September 12, 2003 ("Lease Schedules"), between Maxus Leasing Group, Inc. as Lessor, Dana Container, Inc., as Lessee, Lessor has leased to Lessee the equipment identified on Exhibit A attached hereto and incorporated herein by reference (the "Equipment").

2. The addresses of the parties are as follows:

Maxus Leasing Group, Inc.
31300 Bainbridge Road
Cleveland, Ohio 44139

Dana Container, Inc.
210 Essex Avenue E.
Avenel, New Jersey 07001

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3. The terms and provisions of the lease of the Equipment are more particularly set forth in the Master Lease and Lease Schedules.

4. This Memorandum may be signed in counterpart of duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of October 29, 2003.

MAXUS LEASING GROUP, INC.

By: Anthony N. Granata
Name: Anthony N. Granata
Title: Vice President

[SIGNATURES CONTINUE ON NEXT PAGE]

State of Ohio, County of Heauga

On October 29, 2003, before me personally appeared Anthony N. Granata, to me personally known, who being by me duly sworn says that he is Vice President of Maxus Leasing Group, Inc., and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Tammy L. Hinson-Dulaney
Notary Public
My commission expires: 10/28/07

TAMMY L. HINSON-DULANEY
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES _____

[NOTARIAL SEAL]

DANA CONTAINER, INC.

By: _____
Name: Ronald Dana
Title: President

State of _____, County of _____

On _____, 2003, before me personally appeared Ronald Dana, to me personally known, who being by me duly sworn says that he is the President of Dana Container, Inc. and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public:
My commission expires _____

[NOTARIAL SEAL]

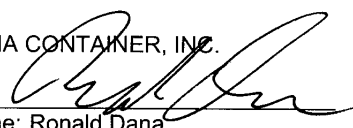
State of _____, County of _____

On _____, 2003, before me personally appeared Anthony N. Granata, to me personally known, who being by me duly sworn says that he is Vice President of Maxus Leasing Group, Inc., and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public:
My commission expires: _____

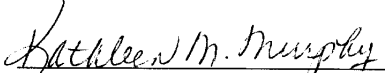
[NOTARIAL SEAL]

DANA CONTAINER, INC.

By: 
Name: Ronald Dana
Title: President

State of New Jersey, County of Middlesex

On October 28th, 2003, before me personally appeared Ronald Dana, to me personally known, who being by me duly sworn says that he is the President of Dana Container, Inc. and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public:
My commission expires 3/25/05

[NOTARIAL SEAL]

KATHLEEN M. MURPHY
NOTARY PUBLIC - NEW JERSEY
My Commission Expires Mar. 25, 2005

EXHIBIT A TO MEMORANDUM OF LEASE

This is Exhibit A to the Memorandum of Lease dated September 12, 2003 between Maxus Leasing Group, Inc., as Lessor, and Dana Container, Inc., as Lessee.

DESCRIPTION OF EQUIPMENT

Quantity	Description																																																																		
5	New (2003) Trinity 23,589 Gallon DOT 111A100W1 Tank Cars Initial Markings DNAX123055, 123057, 123058, 123059, 123061 Serial Numbers T1033-91, T1033-94, T1033-95, T1033-96, T1033-98																																																																		
32	1995 Used Trinity 23,589 Gallon capacity, Coiled and Insulated DOT 111A100W1 Railroad Tank Cars with Marks of DANX:																																																																		
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